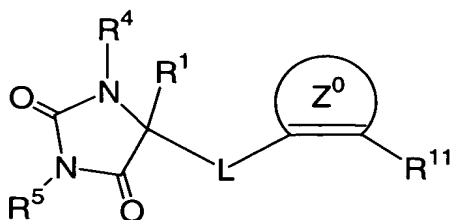


WHAT IS CLAIMED IS:

1. A compound of formula (I):



(I)

5 or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

R^1 is Q, $-C_{1-6}$ alkylene-Q, $-C_{2-6}$ alkenylene-Q, $-C_{2-6}$ alkynylene-Q, $-(CR^aR^{a1})_tO(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tNR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tOC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$,

10 $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tNR^aC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tOC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tOC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tNR^aC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tNR^aC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tS(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tS(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rS(O)_2(CR^aR^{a1})_s-Q$,

15 $-(CR^aR^{a1})SO_2NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_tNR^aSO_2(CR^aR^{a1})_s-Q$, or $-(CR^aR^{a1})_tNR^aSO_2NR^a(CR^aR^{a1})_s-Q$;

L is a bond, CO or CR^2R^3 ;

R^2 is Q^1 , $-C_{1-6}$ alkylene- Q^1 , $-C_{2-6}$ alkenylene- Q^1 , $-C_{2-6}$ alkynylene- Q^1 , $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q^1$,

20 $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rOC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rOC(O)O(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rOC(O)NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^aC(O)NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_2rS(O)_p(CR^aR^{a1})_s-Q^1$,
 25 $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s-Q^1$, or $-(CR^aR^{a1})_rNR^aSO_2NR^a(CR^aR^{a1})_s-Q^1$;

R^3 is Q, $-C_{1-6}$ alkylene-Q, $-C_{2-6}$ alkenylene-Q, $-C_{2-6}$ alkynylene-Q,
 $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q$, -
 $(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q$,
 $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$,
 5 $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q$,
 $-(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s-Q$, or
 $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s-Q$;

Q is, independently at each occurrence, H, CHF_2 , CH_2F , CF_3 , a C_{3-13}
 carbocycle substituted with 0-5 R^d , or a 5-14 membered heterocycle consisting of
 10 carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, or
 $S(O)_p$, and substituted with 0-5 R^d ;

Q^1 is, independently at each occurrence, H, a C_{3-13} carbocycle substituted
 with 0-5 R^d , or a 5-14 membered heterocycle consisting of carbon atoms and 1-4
 heteroatoms selected from the group consisting of N, NR^7 , O, and $S(O)_p$, and
 15 substituted with 0-5 R^d ;

ring Z^0 is a 5-6 membered aryl or heteroaryl consisting of carbon atoms and 0-
 3 ring heteroatoms selected from O, N, NR^7 , and $S(O)_p$, and substituted with 0-3 R^6 ;
 and the aryl or heteroaryl is optionally fused to a 5-6 membered carbocycle or
 heterocycle consisting of carbon atoms and 0-2 ring heteroatoms selected from O, N,
 20 NR^7 , and $S(O)_p$, and 0-2 double bonds, and substituted with 0-3 R^6 ;

R^{11} is $-W-U-X-Y-Z-U^a-X^a-Y^a-Z^a$;

W is $(CR^aR^{a1})_m$, C_{2-3} alkenylene, or C_{2-3} alkynylene;

U is O, NR^{a1} , $C(O)$, $CR^a(OH)$, $C(O)O$, $OC(O)$, $C(O)NR^{a1}$, $NR^{a1}C(O)$,
 $OC(O)O$, $OC(O)NR^{a1}$, $NR^{a1}C(O)O$, $NR^{a1}C(O)NR^{a1}$, $S(O)_p$, $S(O)_pNR^{a1}$, $NR^{a1}S(O)_p$,
 25 or $NR^{a1}SO_2NR^{a1}$;

X is absent or is C_{1-3} alkylene, C_{2-3} alkenylene, or C_{2-3} alkynylene;

Y is absent or is O, NR^{a1} , $S(O)_p$, or $C(O)$;

Z is a C_{3-13} carbocycle substituted with 0-5 R^b , or a 5-14 membered
 heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group
 30 consisting of N, O, and $S(O)_p$, and substituted with 0-5 R^b ;

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p, and NR^{a1}SO₂NR^{a1};

X^a is absent or is C₁₋₁₀ alkylene, C₂₋₁₀ alkenylene, or C₂₋₁₀ alkynylene;

5 Y^a is absent or is O, NR^{a1}, S(O)_p, or C(O);

Z^a is a C₃₋₁₃ carbocycle substituted with 0-5 R^c, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O,
10 O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p group;

R^a is, independently at each occurrence, H, C₁₋₆ alkyl, phenyl, or benzyl;

R^{a1} is, independently at each occurrence, H, C₁₋₆ alkyl substituted with
0-1 R^{c1}, C₂₋₆ alkenyl substituted with 0-1 R^{c1}, C₂₋₆ alkynyl substituted with 0-1 R^{c1},
or -(CH₂)_r-3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms
15 and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and S(O)_p, and substituted with
0-3 R^{c1};

alternatively, R^a and R^{a1} when attached to a nitrogen, together with the
nitrogen to which they are attached, combine to form a 5 or 6 membered heterocycle
consisting of carbon atoms and 0-1 additional heteroatoms selected from N, NR^{a2}, O,
20 and S(O)_p;

R^{a2} is, independently at each occurrence, C₁₋₄ alkyl, phenyl, or benzyl;

R^{a3} is, independently at each occurrence, H, C₁₋₆ alkyl substituted with
0-1 R^{c1}, C₂₋₆ alkenyl substituted with 0-1 R^{c1}, C₂₋₆ alkynyl substituted with 0-1 R^{c1},
or -(CH₂)_r-3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms
25 and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and S(O)_p, and substituted with
0-3 R^{c1};

R^b is, independently at each occurrence, C₁₋₆ alkyl substituted with 0-1 R^{c1},
-OR^a, -SR^a, Cl, F, Br, I, =O, CN, NO₂, -NR^aR^{a1}, -C(O)R^a, -C(O)OR^a, -C(O)NR^aR^{a1},
-C(S)NR^aR^{a1}, -NR^aC(O)NR^aR^{a1}, -OC(O)NR^aR^{a1}, -NR^aC(O)OR^a, -S(O)₂NR^aR^{a1},

$-\text{NR}^{\text{a}}\text{S}(\text{O})_2\text{R}^{\text{a}3}$, $-\text{NR}^{\text{a}}\text{S}(\text{O})_2\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-\text{OS}(\text{O})_2\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-\text{S}(\text{O})_{\text{p}}\text{R}^{\text{a}3}$, CF_3 , $-\text{CF}_2\text{CF}_3$, CHF_2 , CH_2F , or phenyl;

- R^{c} is, independently at each occurrence, H, Cl, F, Br, I, $=\text{O}$, CN, NO_2 , CF_3 , $-\text{CF}_2\text{CF}_3$, CH_2F , CHF_2 , $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{OR}^{\text{a}}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}}\text{R}^{\text{a}1}$,
 5 $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(=\text{NCN})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(=\text{NR}^{\text{a}})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(=\text{NOR}^{\text{a}})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{OH}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{R}^{\text{a}1}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{OR}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{S})\text{OR}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{R}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{S})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{OC}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{OR}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{R}^{\text{a}3}$,
 10 $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{SO}_2\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}}\text{SO}_2\text{R}^{\text{a}3}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}}\text{SO}_2\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, C_{1-6}
 alkyl substituted with 0-2 $\text{R}^{\text{c}1}$, C_{2-6} alkenyl substituted with 0-2 $\text{R}^{\text{c}1}$, C_{2-6} alkynyl
 substituted with 0-2 $\text{R}^{\text{c}1}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{-C}_{3-10}$ carbocycle substituted with 0-2 $\text{R}^{\text{c}1}$, or -
 $(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{-5-14}$ membered heterocycle consisting of carbon atoms and 1-4
 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted
 15 with 0-2 $\text{R}^{\text{c}1}$;

alternatively, when two R^{c} groups are attached to the same carbon atom, they
 form a 3-8 membered carbocyclic or heterocyclic spiro ring C substituted with 0-2
 $\text{R}^{\text{c}1}$ and consisting of carbon atoms, 0-4 ring heteroatoms selected from O, N, and
 $\text{S}(\text{O})_{\text{p}}$, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or
 20 S-O bond;

alternatively, when two R^{c} groups are attached to adjacent carbon atoms,
 together with the carbon atoms to which they are attached they form a 5-7 membered
 carbocyclic or heterocyclic ring D substituted with 0-2 $\text{R}^{\text{c}1}$ and consisting of carbon
 atoms, 0-2 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$, and 0-
 25 3 double bonds;

$\text{R}^{\text{c}1}$ is, independently at each occurrence, H, C_{1-4} alkyl, $-\text{OR}^{\text{a}}$, Cl, F, Br, I, $=\text{O}$,
 CF_3 , CN, NO_2 , $-\text{C}(\text{O})\text{R}^{\text{a}}$, $-\text{C}(\text{O})\text{OR}^{\text{a}}$, $-\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a}}$, or $-\text{S}(\text{O})_{\text{p}}\text{R}^{\text{a}}$;

R^{d} is, independently at each occurrence, C_{1-6} alkyl, $-\text{OR}^{\text{a}}$, Cl, F, Br, I, $=\text{O}$,
 CN, NO_2 , $-\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-\text{C}(\text{O})\text{R}^{\text{a}}$, $-\text{C}(\text{O})\text{OR}^{\text{a}}$, $-\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $-\text{C}(\text{S})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, -
 30 $\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$,

-OC(O)NR^aR^{a1}, -NR^aC(O)OR^a, -S(O)₂NR^aR^{a1}, -NR^aS(O)₂R^{a3}, -NR^aS(O)₂NR^aR^{a1},
 -OS(O)₂NR^aR^{a1}, -S(O)_pR^{a3}, CF₃, -CF₂CF₃, C₃₋₁₀ carbocycle, or a 5-14 membered
 heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group
 consisting of N, O, and S(O)_p;

5 R^e is, independently at each occurrence, H, C₁₋₆ alkyl, C₁₋₆ alkoxy, phenoxy,
 benzoxy, C₃₋₁₀ carbocycle substituted with 0-2 R^{c1}, or a 5-10 membered heterocycle
 consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of
 N, O, and S(O)_p, and substituted with 0-2 R^{c1};

R⁴ is H, C₁₋₄ alkyl, C₂₋₄ alkenyl, or C₂₋₄ alkynyl;

10 R⁵ is H, C₁₋₄ alkyl, C₂₋₄ alkenyl, or C₂₋₄ alkynyl;

R⁶ is, independently at each occurrence, H, Cl, F, Br, I, =O, CN, NO₂, CF₃,
 -CF₂CF₃, -(CR^aR^{a1})_rOR^a, -(CR^aR^{a1})_rNR^aR^{a1}, -(CR^aR^{a1})_rC(O)NR^aOH,
 -(CR^aR^{a1})_rC(O)R^a, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_sR^e, -(CR^aR^{a1})_rC(O)OR^{a1},
 -(CR^aR^{a1})_rC(S)OR^{a1}, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rNR^aC(O)R^{a1},
 15 -(CR^aR^{a1})_rC(S)NR^aR^{a1}, -(CR^aR^{a1})_rOC(O)NR^aR^{a1}, -(CR^aR^{a1})_rNR^aC(O)OR^{a1},
 -(CR^aR^{a1})_rNR^aC(O)NR^aR^{a1}, -(CR^aR^{a1})_rS(O)_pR^{a3}, -(CR^aR^{a1})_rSO₂NR^aR^{a1},
 -(CR^aR^{a1})_rNR^aSO₂R^{a3}, -(CR^aR^{a1})_rNR^aSO₂NR^aR^{a1}, C₁₋₆ alkyl substituted with 0-2
 R^{c1}, C₂₋₆ alkenyl substituted with 0-2 R^{c1}, C₂₋₆ alkynyl substituted with 0-2 R^{c1},
 -(CR^aR^{a1})_r-C₃₋₁₀ carbocycle substituted with 0-2 R^{c1}, or -(CR^aR^{a1})_r-5-10 membered
 20 heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group
 consisting of N, O, and S(O)_p, and substituted with 0-2 R^{c1};

R⁷ is, independently at each occurrence, H, -(CR^aR^{a1})_tNR^aR^{a1},
 -(CR^aR^{a1})_rC(O)NR^aOH, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_sR^e, -(CR^aR^{a1})_rC(O)OR^{a1},
 -(CR^aR^{a1})_rC(S)OR^{a1}, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_tNR^aC(O)R^{a1},
 25 -(CR^aR^{a1})_rC(S)NR^aR^{a1}, -(CR^aR^{a1})_tOC(O)NR^aR^{a1}, -(CR^aR^{a1})_tNR^aC(O)OR^{a1},
 -(CR^aR^{a1})_tNR^aC(O)NR^aR^{a1}, -(CR^aR^{a1})_rS(O)_pR^{a3}, -(CR^aR^{a1})_rSO₂NR^aR^{a1},
 -(CR^aR^{a1})_tNR^aSO₂R^{a3}, -(CR^aR^{a1})_tNR^aSO₂NR^aR^{a1}, C₁₋₆ alkyl substituted with 0-2
 R^{c1}, C₂₋₆ alkenyl substituted with 0-2 R^{c1}, C₂₋₆ alkynyl substituted with 0-2 R^{c1},

-(CR^aR^{a1})_r-C₃₋₁₀ carbocycle substituted with 0-2 R^{c1}; or -(CR^aR^{a1})_r-5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{c1};

m, at each occurrence, is selected from 0, 1, 2 and 3;

5 p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4;

s, at each occurrence, is selected from 0, 1, 2, 3, and 4; and

t, at each occurrence, is selected from 1, 2, 3, and 4;

provided that:

10 (i) when L is a bond, CHR² or CHR³, and Z is phenyl, then Z^a is other than phenyl;

(ii) when L is a bond or CH₂, and Z is phenyl or naphthyl, then Z^a is other than a 5 or 6-membered heteroaryl or a hydantoin moiety;

15 (iii) when L is a bond, Z is phenyl, -U^a-X^a-Y^a- forms C₁₋₂ alkylene, and Z^a is benzimidazolyl, then R^c is other than C(O)OR^{a1};

(iv) when Z is benzo[1,4]oxazinyl, pyrrolidinyl, piperidinyl, or azepanyl, then -U^a-X^a-Y^a- forms other than a bond or C₁₋₄ alkylene;

(v) when Z is 2H-benzopyranone, then Z^a is other than a galactopyranosyloxy moiety; and

20 (vi) when L is a bond, Z is other than thiadiazinyl.

2. A compound according to Claim 1, wherein:

R¹ is Q, -C₁₋₆ alkylene-Q, -C₂₋₆ alkenylene-Q, -C₂₋₆ alkynylene-Q,
 25 -(CR^aR^{a1})_tO(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_tNR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q,
 -(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_tOC(O)(CR^aR^{a1})_s-Q, -
 (CR^aR^{a1})_rC(O)NR^aR^{a1},
 -(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_tNR^aC(O)(CR^aR^{a1})_s-Q,
 -(CR^aR^{a1})_tS(CR^aR^{a1})_s-Q, -(CR^aR^{a1})_tS(O)(CR^aR^{a1})_s-Q, -
 30 (CR^aR^{a1})_rS(O)₂(CR^aR^{a1})_s-Q,
 -(CR^aR^{a1})SO₂NR^a(CR^aR^{a1})_s-Q, or -(CR^aR^{a1})_tNR^aSO₂(CR^aR^{a1})_s-Q;

- R^2 is Q^1 , $-C_{1-6}$ alkylene- Q^1 , $-C_{2-6}$ alkenylene- Q^1 , $-C_{2-6}$ alkynylene- Q^1 ,
 $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q^1$,
 $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q^1$,
 $-(CR^aR^{a1})_rOC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$,
5 $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q^1$,
 $-(CR^aR^{a1})_2)_rS(O)_p(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s-Q^1$, or
 $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s-Q^1$;
- W is $(CR^aR^{a1})_m$;
- X is absent or is C_{1-3} alkylene;
- 10 U^a is absent or is O , NR^{a1} , $C(O)$, $CR^a(OH)$, $C(O)O$, $C(O)NR^{a1}$, $NR^{a1}C(O)$,
 $S(O)_p$, $S(O)_pNR^{a1}$, or $NR^{a1}S(O)_p$;
- X^a is absent or is C_{1-4} alkylene, C_{2-4} alkenylene, or C_{2-4} alkynylene;
- Y^a is absent or is O or NR^{a1} ;
- R^a is, independently at each occurrence, H , C_{1-6} alkyl, phenyl, or benzyl;
- 15 R^{a1} is, independently at each occurrence, H , C_{1-6} alkyl, C_{2-6} alkenyl,
 C_{2-6} alkynyl, or $-(CH_2)_{r-3-8}$ membered carbocyclic or heterocyclic ring consisting of
carbon atoms and 0-2 ring heteroatoms selected from N , NR^{a2} , O , and $S(O)_p$;
- alternatively, R^a and R^{a1} when attached to a nitrogen, together with the
nitrogen to which they are attached, combine to form a 5 or 6 membered heterocycle
20 consisting of carbon atoms and from 0-1 additional heteroatoms selected from N ,
 NR^{a2} , O , and $S(O)_p$;
- R^c is, independently at each occurrence, H , Cl , F , Br , $=O$, CN , NO_2 , CF_3 ,
 CH_2F , CHF_2 , $-CF_2CF_3$, $-(CR^aR^{a1})_rOR^a$, $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$,
 $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$,
25 $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl
substituted with 0-1 R^{c1} , C_{2-6} alkenyl substituted with 0-1 R^{c1} , C_{2-6} alkynyl
substituted with 0-1 R^{c1} , $-(CH_2)_{r-3-6}$ carbocycle substituted with 0-2 R^{c1} , or -
 $(CH_2)_{r-5-6}$ membered heterocycle consisting of carbon atoms and 1-4 heteroatoms
selected from the group consisting of N , O , and $S(O)_p$, and substituted with 0-2 R^{c1} ;

alternatively, when two R^c groups are attached to the same carbon atom, they form a 3-8 membered carbocyclic or heterocyclic spiro ring C substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-4 ring heteroatoms selected from O, N, and S(O)_p, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p, and 0-3 double bonds;

R^d is, independently at each occurrence, C₁₋₆ alkyl, -OR^a, Cl, F, Br, =O, CN, NO₂, -NR^aR^{a1}, -C(O)R^a, -C(O)OR^a, -C(O)NR^aR^{a1}, -S(O)₂NR^aR^{a1}, -NR^aS(O)₂R^{a3}, -S(O)_pR^{a3}, CF₃, C₃₋₆ carbocycle, or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;

R^4 is H or C₁₋₄ alkyl;

R^5 is H or C₁₋₄ alkyl;

R^6 is, independently at each occurrence, H, Cl, F, Br, I, =O, CN, NO₂, CF₃, -CF₂CF₃, -(CR^aR^{a1})_rOR^a, -(CR^aR^{a1})_rNR^aR^{a1}, -(CR^aR^{a1})_rC(O)NR^aOH, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_sR^e, -(CR^aR^{a1})_rC(O)OR^{a1}, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rNR^aC(O)R^{a1}, -(CR^aR^{a1})_rOC(O)NR^aR^{a1}, -(CR^aR^{a1})_rNR^aC(O)OR^{a1}, -(CR^aR^{a1})_rS(O)_pR^{a3}, -(CR^aR^{a1})_rSO₂NR^aR^{a1}, -(CR^aR^{a1})_rNR^aSO₂R^{a3}, C₁₋₆ alkyl substituted with 0-2 R^{c1} , C₂₋₆ alkenyl substituted with 0-2 R^{c1} , C₂₋₆ alkynyl substituted with 0-2 R^{c1} , -(CR^aR^{a1})_r-C₃₋₁₀ carbocycle substituted with 0-2 R^{c1} , or -(CR^aR^{a1})_r-5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{c1} ; and

R^7 is, independently at each occurrence, H, -(CR^aR^{a1})_tNR^aR^{a1}, -(CR^aR^{a1})_rC(O)NR^aOH, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_sR^e, -(CR^aR^{a1})_rC(O)OR^{a1}, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_tNR^aC(O)R^{a1}, -(CR^aR^{a1})_tOC(O)NR^aR^{a1}, -(CR^aR^{a1})_tNR^aC(O)OR^{a1}, -(CR^aR^{a1})_rS(O)_pR^{a3}, -(CR^aR^{a1})_rSO₂NR^aR^{a1},

$-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_t\text{NR}^{\text{a}}\text{SO}_2\text{R}^{\text{a}3}$, C_{1-6} alkyl substituted with 0-2 R^{cl} , C_{2-6} alkenyl substituted with 0-2 R^{cl} , C_{2-6} alkynyl substituted with 0-2 R^{cl} , $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{-C}_{3-10}$ carbocycle substituted with 0-2 R^{cl} , or $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{-5-10}$ membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{cl} .

3. A compound according to Claim 2, wherein:

R^1 is Q, -C_{1-6} alkylene-Q, -C_{2-6} alkenylene-Q, -C_{2-6} alkynylene-Q,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_t\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_t\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{C}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{al}}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_t\text{S}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_t\text{S}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{S}(\text{O})_2(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})\text{SO}_2\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$, or $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_t\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}$;
 R^2 is Q^1 , -C_{1-6} alkylene- Q^1 , -C_{2-6} alkenylene- Q^1 , -C_{2-6} alkynylene- Q^1 ,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{C}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{C}(\text{O})\text{O}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{OC}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{al}}$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$,
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{S}(\text{O})_p(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$, $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{SO}_2\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$, or
 $-(\text{CR}^{\text{a}}\text{R}^{\text{al}})_r\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{a}}\text{R}^{\text{al}})_s\text{-Q}^1$;

R^3 is Q, -C_{1-6} alkylene-Q, -C_{2-6} alkenylene-Q, -C_{2-6} alkynylene-Q,
 $-(\text{CH}_2)_r\text{O}(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{NR}^{\text{a}}(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{C}(\text{O})(\text{CH}_2)_s\text{-Q}$,
 $-(\text{CH}_2)_r\text{C}(\text{O})\text{O}(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{al}}$, $-(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CH}_2)_s\text{-Q}$,
 $-(\text{CH}_2)_r\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{S}(\text{O})_p(\text{CH}_2)_s\text{-Q}$, $-(\text{CH}_2)_r\text{SO}_2\text{NR}^{\text{a}}(\text{CH}_2)_s\text{-Q}$, or
 $-(\text{CH}_2)_r\text{NR}^{\text{a}}\text{SO}_2(\text{CH}_2)_s\text{-Q}$;

Q is, independently at each occurrence, H, a C_{3-10} carbocycle substituted with 0-3 R^{d} , or a 5-10 membered heterocycle consisting of carbon atoms and 1-4

heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-3 R^d;

Q¹ is, independently at each occurrence, H, a C₃₋₁₀ carbocycle substituted with 0-3 R^d, or a 5-10 membered heterocycle consisting of carbon atoms and 1-4
5 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-3 R^d;

ring Z⁰ is phenyl substituted with 0-3 R⁶; or a 5-6 membered heteroaryl substituted with 0-3 R⁶ and selected from: oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, imidazolyl, pyrrolyl, furanyl, thienyl, pyridyl, pyrimidinyl,
10 pyridazinyl, pyrazinyl, pyrazolyl, furyl, and triazolyl;

U is absent or is O, NR^{a1}, C(O), C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, or NR^{a1}S(O)_p;

X is absent or is methylene or ethylene;

Z is a C₃₋₈ cycloalkyl substituted with 0-5 R^b, a C₃₋₈ cycloalkenyl substituted
15 with 0-5 R^b, phenyl substituted with 0-4 R^b, naphthyl substituted with 0-5 R^b, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-5 R^b;

U^a is absent or is O, NR^{a1}, C(O), C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, or NR^{a1}S(O)_p;

R^{a3} is, independently at each occurrence, H, C₁₋₆ alkyl, C₂₋₆ alkenyl, or
20 -(CH₂)_r-3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and S(O)_p and substituted with 0-3 R^{c1};

R^c is, independently at each occurrence, H, Cl, F, Br, =O, CF₃, CH₂F, CHF₂,
25 -(CR^aR^{a1})_rOR^a, -(CR^aR^{a1})_rNR^aR^{a1}, -(CR^aR^{a1})_rC(O)R^{a1}, -(CR^aR^{a1})_rC(O)OR^{a1},
-(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rNR^aC(O)R^{a1}, -(CR^aR^{a1})_rS(O)_pR^{a3},
-(CR^aR^{a1})_rSO₂NR^aR^{a1}, -(CR^aR^{a1})_rNR^aSO₂R^{a3}, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, C₃₋₆ cycloalkyl substituted with 0-1 R^{c1}, phenyl substituted with 0-2 R^{c1}, or
30 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{c1};

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and 0-

5 3 double bonds;

R^d is, independently at each occurrence, C_{1-6} alkyl, $-OR^a$, Cl, F, Br, $=O$, $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-S(O)_2NR^aR^{a1}$, $-NR^aS(O)_2R^{a3}$, $-S(O)_pR^{a3}$, CF_3 or phenyl;

R^4 is H;

10 R^5 is H;

R^6 is, independently at each occurrence, H, Cl, F, Br, I, $=O$, CN, NO_2 , CF_3 , $-CF_2CF_3$, $-(CR^aR^{a1})_rOR^a$, $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_sR^e$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl

15 substituted with 0-2 R^{c1} , C_{2-6} alkenyl substituted with 0-2 R^{c1} , C_{2-6} alkynyl substituted with 0-2 R^{c1} , $-(CR^aR^{a1})_r-C_{3-10}$ carbocycle substituted with 0-2 R^{c1} , or $-(CR^aR^{a1})_r-5-10$ membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

20 r , at each occurrence, is selected from 0, 1, 2, and 3;

s , at each occurrence, is selected from 0, 1, 2, and 3; and

t , at each occurrence, is selected from 1, 2, and 3;

provided that:

(i) when L is a bond, CHR^2 or CHR^3 , and Z is phenyl, then Z^a is other
25 than phenyl;

(ii) when L is a bond or CH_2 , and Z is phenyl or naphthyl, then Z^a is other than a 5 or 6-membered heteroaryl or a hydantoin moiety;

(iii) when L is a bond, Z is phenyl, $-U^a-X^a-Y^a-$ forms C_{1-2} alkylene, and Z^a is benzimidazolyl, then R^c is other than $C(O)OR^{a1}$;

(iv) when Z is benzo[1,4]oxazinyl, pyrrolidinyl, piperidinyl, or azepanyl, then -U^a-X^a-Y^a- forms other than a bond or C₁₋₄ alkylene; and

(v) when Z is 2H-benzopyranone, then Z^a is other than a galactopyranosyloxy moiety.

5

4. A compound according to Claim 3, wherein:

R¹ is Q, -C₁₋₆ alkylene-Q, -C₂₋₆ alkenylene-Q, -C₂₋₆ alkynylene-Q, -(CH₂)_tO(CH₂)_s-Q, -(CH₂)_tNR^a(CH₂)_s-Q, -(CH₂)_rC(O)(CH₂)_s-Q, 10 -(CH₂)_rC(O)O(CH₂)_s-Q, -(CH₂)_rC(O)NR^aR^{a1}, -(CH₂)_rC(O)NR^a(CH₂)_s-Q, -(CH₂)_tS(CH₂)_s-Q, -(CH₂)_tS(O)(CH₂)_s-Q, -(CH₂)_rS(O)₂(CH₂)_s-Q, -(CH₂)SO₂NR^a(CH₂)_s-Q, or -(CH₂)_tNR^aSO₂(CH₂)_s-Q;

R² is Q¹, -C₁₋₆ alkylene-Q¹, -C₂₋₆ alkenylene-Q¹, -C₂₋₆ alkynylene-Q¹, -(CH₂)_rO(CH₂)_s-Q¹, -(CH₂)_rNR^a(CH₂)_s-Q¹, -(CH₂)_rC(O)(CH₂)_s-Q¹, 15 -(CH₂)_rC(O)O(CH₂)_s-Q¹, -(CH₂)_rC(O)NR^a(CH₂)_s-Q¹, -(CH₂)_rNR^aC(O)(CH₂)_s-Q¹, -(CH₂)_rS(O)_p(CH₂)_s-Q¹, -(CH₂)_rSO₂NR^a(CH₂)_s-Q¹, or -(CH₂)_rNR^aSO₂(CH₂)_s-Q¹;

R³ is H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, phenyl, or benzyl;

Q is, independently at each occurrence, H, a C₃₋₆ cycloalkyl substituted with 0-2 R^d, phenyl substituted with 0-3 R^d, or a 5-6 membered heterocycle consisting of 20 carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-3 R^d;

Q¹ is, independently at each occurrence, H, a C₃₋₆ cycloalkyl substituted with 0-2 R^d, phenyl substituted with 0-3 R^d, or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and 25 S(O)_p, and substituted with 0-3 R^d;

Z is a C₄₋₈ cycloalkyl substituted with 0-3 R^b, a C₄₋₈ cycloalkenyl substituted with 0-3 R^b, phenyl substituted with 0-4 R^b, naphthyl substituted with 0-5 R^b, or a heterocycle substituted with 0-3 R^b and selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5- 30 dihydro-isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl,

piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazolyl, pyrrolidinyl, pyrrolyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-
 5 isoquinolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, methylenedioxyphenyl, and quinazolinyl;

Z^a is phenyl substituted with 0-3 R^c , naphthyl substituted with 0-3 R^c , or a heterocycle substituted with 0-3 R^c and selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-
 10 dihydro-isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazolyl, pyrrolidinyl, pyrrolyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-
 15 isoquinolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, methylenedioxyphenyl, quinazolinyl, 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2H-1-benzothiopyran-4-yl, 3,4-dihydro-2H-chromen-4-yl, 2H-chromen-4-yl, and pyrazolo[1,5-a]pyridinyl;

R^a is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

20 R^{a1} is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^{a3} is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^c is, independently at each occurrence, H, Cl, F, Br, =O, CF_3 , CH_2F , CHF_2 , $-(CR^aR^{a1})_rOR^a$, $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$,
 25 $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, phenyl substituted with 0-2 R^{c1} , or 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

alternatively, when two R^c groups are attached to adjacent carbon atoms,
 30 together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon

atoms, 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p, and 0-3 double bonds; and

R⁶ is, independently at each occurrence, H, Cl, F, Br, I, =O, CN, NO₂, CF₃, -CF₂CF₃, -(CR^aR^{a1})_rOR^a, -(CR^aR^{a1})_rNR^aR^{a1}, -(CR^aR^{a1})_rC(O)(CR^aR^{a1})_sR^e,
 5 -(CR^aR^{a1})_rC(O)OR^{a1}, -(CR^aR^{a1})_rC(O)NR^aR^{a1}, -(CR^aR^{a1})_rNR^aC(O)R^{a1},
 -(CR^aR^{a1})_rS(O)_pR^{a3}, -(CR^aR^{a1})_rSO₂NR^aR^{a1}, -(CR^aR^{a1})_rNR^aSO₂R^{a3}, C₁₋₆ alkyl,
 C₂₋₆ alkenyl, C₂₋₆ alkynyl, -(CR^aR^{a1})_r-C₃₋₇ carbocycle substituted with 0-2 R^{c1}, or
 -(CR^aR^{a1})_r-5-6 membered heterocycle consisting of carbon atoms and 1-4
 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted
 10 with 0-2 R^{c1};

provided that:

- (i) when L is a bond, CHR² or CHR³, and Z is phenyl, then Z^a is other than phenyl;
- (ii) when L is a bond or CH₂, and Z is phenyl or naphthyl, then Z^a is other
 15 than furanyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, thienyl,
 triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, pyranal, pyrazinyl, or
 pyrazolyl;
- (iii) when L is a bond, Z is phenyl, -U^a-X^a-Y^a- forms C₁₋₂ alkylene, and Z^a
 is benzimidazolyl, then R^c is other than C(O)OR^{a1}; and
- (iv) when Z is pyrrolidinyl or piperidyl, then -U^a-X^a-Y^a- forms other than a
 20 bond or C₁₋₄ alkylene.

5. A compound according to Claim 4, wherein:

25 R¹ is H, -C₁₋₆ alkylene-Q, -C₂₋₆ alkenylene-Q, or -C₂₋₆ alkynylene-Q;

Q is, independently at each occurrence, H, phenyl substituted with 0-2 R^d, or a
 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected
 from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^d;

L is a bond, CO or CH₂;

30 X is absent or is methylene;

Y is absent or is O;

Z is phenyl substituted with 0-4 R^b, thienyl substituted with 0-2 R^b, furanyl substituted with 0-2 R^b, pyridyl substituted with 0-2 R^b, pyrazinyl substituted with 0-2 R^b, pyrimidinyl substituted with 0-2 R^b, thiazolyl substituted with 0-1 R^b, oxazolyl substituted with 0-1 R^b, isoxazolyl substituted with 0-1 R^b, or imidazolyl substituted with 0-1 R^b;

U^a is absent or is O;

X^a is absent or is C₁₋₄ alkylene, C₂₋₄ alkenylene, or C₂₋₄ alkynylene;

Y^a is absent or is O;

Z^a is phenyl substituted with 0-3 R^c, naphthyl substituted with 0-3 R^c, or a heterocycle substituted with 0-3 R^c and selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazolyl, pyrrolidinyl, pyrrolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-isoquinolinyl, imidazolyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, indolyl, indolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, quinazolinyl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chromen-4-yl, 2*H*-chromen-4-yl, and pyrazolo[1,5-*a*]pyridinyl;

R^a is, independently at each occurrence, H, or C₁₋₄ alkyl;

R^{a1} is, independently at each occurrence, H, or C₁₋₄ alkyl;

R^{a3} is, independently at each occurrence, H, C₁₋₄ alkyl, phenyl, or benzyl;

R^c is, independently at each occurrence, H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, Cl, F, Br, =O, CF₃, CH₂F, CHF₂, -(C^aR^{a1})_rOR^a, -(C^aR^{a1})_rNR^aR^{a1}, -(C^aR^{a1})_rC(O)R^{a1}, -(C^aR^{a1})_rC(O)OR^{a1}, -(C^aR^{a1})_rC(O)NR^aR^{a1}, -(C^aR^{a1})_rNR^aC(O)R^{a1}, -(C^aR^{a1})_rS(O)_pR^{a3}, -(C^aR^{a1})_rSO₂NR^aR^{a1}, -(C^aR^{a1})_rNR^aSO₂R^{a3}, or phenyl;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon

atoms, 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p, and 0-3 double bonds;

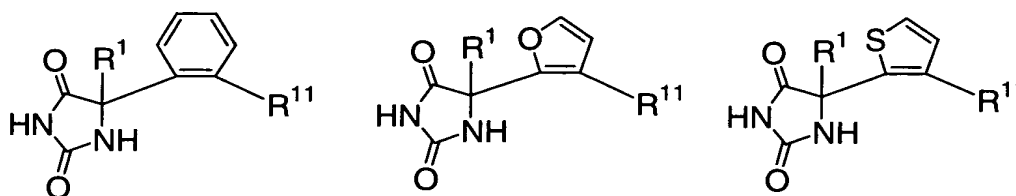
R^e is, independently at each occurrence, H, C₁₋₆ alkyl, C₁₋₆ alkoxy, phenoxy, benzoxy, C₃₋₆ carbocycle substituted with 0-2 R^{c1}, or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{c1}; and

R⁶ is, independently at each occurrence, H, Cl, F, Br, I, =O, CN, NO₂, CF₃, -CF₂CF₃, -(CH₂)_rOR^a, -(CH₂)_rNR^aR^{a1}, -(CH₂)_rC(O)R^a, -(CH₂)_rC(O)(CH₂)_sR^e, -(CH₂)_rC(O)OR^{a1}, -(CH₂)_rC(O)NR^aR^{a1}, -(CH₂)_rS(O)_pR^{a3}, -(CH₂)_rSO₂NR^aR^{a1}, C₁₋₄ alkyl substituted with 0-1 R^{c1}, C₂₋₄ alkenyl substituted with 0-1 R^{c1}, C₂₋₄ alkynyl substituted with 0-1 R^{c1}, -(CH₂)_r-C₃₋₆ carbocycle substituted with 0-2 R^{c1}, or -(CH₂)_r-5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^{c1};

provided that:

- (i) when L is a bond or CH₂, and Z is phenyl, then Z^a is other than phenyl;
- (ii) when L is a bond or CH₂, and Z is phenyl or naphthyl, then Z^a is other than furanyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, pyranyl, pyrazinyl, or pyrazolyl; and
- (iii) when L is a bond, Z is phenyl, -U^a-X^a-Y^a- forms C₁₋₂ alkylene, and Z^a is benzimidazolyl, then R^c is other than C(O)OR^{a1}.

6. A compound according to Claim 5, wherein the compound, or a stereoisomer or pharmaceutically acceptable salt form thereof, is selected from:



wherein:

R^1 is H or C_{1-4} alkyl;

R^{11} is $-W-U-X-Y-Z-U^a-X^a-Y^a-Z^a$;

W is $(CH_2)_m$;

Y is absent;

5 m, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, and 2; and

s, at each occurrence, is selected from 0, 1, and 2.

10 7. A compound according to Claim 6, wherein:

Z is phenyl substituted with 0-1 R^b ;

15 Z^a is phenyl substituted with 0-3 R^c , naphthyl substituted with 0-3 R^c , or a heterocycle substituted with 0-3 R^c and selected from the group: pyridyl, quinoliny, imidazolyl, benzimidazolyl, indolyl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chromen-4-yl, 2*H*-chromen-4-yl, pyrazolyl, and pyrazolo[1,5-*a*]pyridinyl;

R^b is, independently at each occurrence, C_{1-6} alkyl, $-OR^a$, Cl, F, Br, $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-S(O)_2NR^aR^{a1}$, $-NR^aS(O)_2R^{a3}$, $-S(O)_pR^{a3}$, or CF_3 ;

20 R^c is, independently at each occurrence, H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, Cl, F, Br, =O, CF_3 , $-(CH_2)_rOR^a$, $-(CH_2)_rNR^aR^{a1}$, $-(CH_2)_rC(O)R^{a1}$, $-(CH_2)_rC(O)OR^{a1}$, $-(CH_2)_rC(O)NR^aR^{a1}$, $-(CH_2)_rNR^aC(O)R^{a1}$, $-(CH_2)_rS(O)_pR^{a3}$, $-(CH_2)_rSO_2NR^aR^{a1}$, or $-(CH_2)_rNR^aSO_2R^{a3}$;

25 alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-1 heteroatoms selected from the group consisting of N, O, and $S(O)_p$; and

30 R^c is, independently at each occurrence, H, C_{1-6} alkyl, C_{1-6} alkoxy, phenoxy, benzoxy, phenyl substituted with 0-1 R^{c1} , or a 5-6 membered heterocycle consisting

of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-1 R^{c1};

provided that:

- (i) when Z is phenyl, then Z^a is other than phenyl, pyridyl, or pyrazolyl;
- 5 and
- (ii) when Z is phenyl, -U^a-X^a-Y^a- forms C₁₋₂ alkylene, and Z^a is benzimidazolyl, then R^c is other than C(O)OR^{a1}.

- 10 8. A compound according to Claim 1, wherein the compound is selected from the group:

N-[2-(2,5-dioxoimidazolidin-4-yl)phenyl]-4-[(2-methylquinolin-4-yl)methoxy]benzamide;

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4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]-N-[2-(2,5-dioxoimidazolidin-4-yl)phenyl]benzamide;

N-[2-(2,5-dioxoimidazolidin-4-yl)benzyl]-4-[(2-methylquinolin-4-yl)methoxy]benzamide;

20

5-[2-({4-[(2-methylquinolin-4-yl)methoxy]benzyl}thio)phenyl]imidazolidine-2,4-dione;

25 5-[3-({4-[(2-methylquinolin-4-yl)methoxy]phenyl}thio)-2-furyl]imidazolidine-2,4-dione;

5-[3-({4-[(2-methylquinolin-4-yl)methoxy]phenyl}sulfonyl)-2-furyl]imidazolidine-2,4-dione;

30

5-[3-({4-[(2-methylquinolin-4-yl)methoxy]phenyl}thio)-2-thienyl]imidazolidine-2,4-dione;

5-[3-({4-[(2-methylquinolin-4-yl)methoxy]phenyl}sulfinyl)-2-thienyl]imidazolidine-2,4-dione;

5 5-[3-({4-[(2-methylquinolin-4-yl)methoxy]phenyl}sulfonyl)-2-thienyl]imidazolidine-2,4-dione;

N-[2-(2,5-dioxoimidazolidin-4-yl)-3-thienyl]-4-[(2-methylquinolin-4-yl)methoxy]benzamide;

10

5-methyl-5-(3-({4-[(2-methylquinolin-4-yl)methoxy]phenoxy}-2-thienyl)imidazolidine-2,4-dione;

15

2-(4-methyl-2,5-dioxoimidazolidin-4-yl)-N-(4-phenoxybenzyl)thiophene-3-carboxamide;

5-methyl-5-[3-({4-[(2-methylquinolin-4-yl)methoxy]piperidin-1-yl}carbonyl)-2-thienyl]imidazolidine-2,4-dione; and

20

2-(4-methyl-2,5-dioxoimidazolidin-4-yl)-N-{4-[(2-methylquinolin-4-yl)methoxy]benzyl}thiophene-3-carboxamide;

or a stereoisomer or a pharmaceutically acceptable salt form thereof.

25

9. A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

30

10. A method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

5

11. A method of treating a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of such treatment a therapeutically effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof.

10

12. A method comprising: administering a compound according to Claim 1 or a pharmaceutically acceptable salt form thereof, in an amount effective to treat a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof.

15

13. A method of treating according to Claim 12, wherein the disease or condition is selected from to as acute infection, acute phase response, age related macular degeneration, alcoholic liver disease, allergy, allergic asthma, anorexia, aneurism, aortic aneurism, asthma, atherosclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pyoderma

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gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis, sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.

14. A method for treating inflammatory disorders, comprising: administering, to a host in need of such treatment, a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof, in combination with one or more additional anti-inflammatory agents selected from selective COX-2 inhibitors, interleukin-1 antagonists, dihydroorotate synthase inhibitors, p38 MAP kinase inhibitors, TNF- α inhibitors and TNF- α antibody or protein sequestration agents.

15

15. An article of manufacture, comprising:

- (a) a first container;
- (b) a pharmaceutical composition located within the first container, wherein the composition, comprises: a first therapeutic agent, comprising: a compound of Claim 1 or a pharmaceutically acceptable salt form thereof; and,
- (c) a package insert stating that the pharmaceutical composition can be used for the treatment of an inflammatory disorder.

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16. An article of manufacture according to Claim 18, further comprising:

- (d) a second container;

wherein components (a) and (b) are located within the second container and component (c) is located within or outside of the second container.

30

17. An article of manufacture, comprising:

(a) a first container;

(b) a pharmaceutical composition located within the first container, wherein the composition, comprises: a first therapeutic agent, comprising: a compound of Claim 1, or a pharmaceutically acceptable salt form thereof; and,

5 (c) a package insert stating that the pharmaceutical composition can be used in combination with a second therapeutic agent to treat an inflammatory disorder.

18. An article of manufacture according to Claim 20, further comprising:

10 (d) a second container;

wherein components (a) and (b) are located within the second container and component (c) is located within or outside of the second container.